

# Exhibit C

**From:** Chris Phillips [<mailto:chrisdp@aol.com>]  
**Sent:** Wednesday, June 26, 2013 3:28 PM  
**To:** [larry@merrick-group.com](mailto:larry@merrick-group.com); [codom@apogeefin.com](mailto:codom@apogeefin.com)  
**Subject:** 2. Working Capital Line - 12%

Gents:

Here is the loan agreement for the working capital line of credit. Currently as discussed we will not the Inventory Line of credit but the docs will be the same except for the 24% interest. As you see from these docs I am setting a close date of July 1 so we can have a nice cutoff.

Sincerely,  
Chris

**From:** Chris Phillips [<mailto:chrisdp@aol.com>]  
**Sent:** Wednesday, July 03, 2013 9:03 PM  
**To:** [larry@merrick-group.com](mailto:larry@merrick-group.com)  
**Subject:** Re: do you want to sign tomorrow or Friday?

Larry.  
Let's do Friday. I will tell Chuck we need a wire for Friday.  
Chris

-----Original Message-----

From: Larry Krim <[larry@merrick-group.com](mailto:larry@merrick-group.com)>  
To: chrisdp <[chrisdp@aol.com](mailto:chrisdp@aol.com)>; 2308beachtrail <[2308beachtrail@gmail.com](mailto:2308beachtrail@gmail.com)>  
Sent: Wed, Jul 3, 2013 8:53 pm  
Subject: do you want to sign tomorrow or Friday?

**From:** Chris Phillips [<mailto:chrisdp@aol.com>]  
**Sent:** Wednesday, July 03, 2013 10:27 PM  
**To:** [philip@merrick-group.com](mailto:philip@merrick-group.com); [2308beachtrail@gmail.com](mailto:2308beachtrail@gmail.com)  
**Cc:** [larry@merrick-group.com](mailto:larry@merrick-group.com)  
**Subject:** Re: Hey Chris, edited Unit Purchase Agreement attached, from Philip Krim

Philip -

Sorry for short response earlier. Yes, I received and only have a few comments. I will turn those tomorrow and we can sign on Friday. I will have Chuck lined up for a Friday closing and wire.

Thanks,  
Chris

-----Original Message-----

From: Philip Krim <[philip@merrick-group.com](mailto:philip@merrick-group.com)>  
To: 2308beachtrail <[2308beachtrail@gmail.com](mailto:2308beachtrail@gmail.com)>; Chris Phillips <[chrisdp@aol.com](mailto:chrisdp@aol.com)>  
Cc: larry <[larry@merrick-group.com](mailto:larry@merrick-group.com)>  
Sent: Wed, Jul 3, 2013 2:04 pm  
Subject: Re: Hey Chris, edited Unit Purchase Agreement attached, from Philip Krim

Hey Chris,

Just wanted to confirm that you received the Unit Purchase Agreement. Sorry for quick follow up, but we are hoping to get this signed today or tomorrow so that we could receive a wire from you in order to maximize the holiday weekend. July 4th has historically always been a strong weekend for us, especially the Sat/Sun/Mon following a weekend of shopping and sales. Our sales our well positioned, and we expect a strong performance if we can maximize our spend with the search engines.

Thanks.  
PK

On Wed, Jul 3, 2013 at 11:48 AM, Philip Krim <[philip@merrick-group.com](mailto:philip@merrick-group.com)> wrote:  
Hi Chris,

I hope your vacation is going well. Looks like we are on the home stretch with this transaction.

Attached please find the Unit Purchase Agreement with my edits based on our conversations with counsel. I do not think you will find any of the changes too substantive. All of the other docs look good to go.

We are ready to close anytime. I put a close date of July 5th into the docs, but if all looks good, we can change that to July 3rd and close today.

Thanks so much. I am available at 713.269.4861 anytime to discuss. Talk to you soon and enjoy the rest of your vacation!

Best,  
PK